



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

December 21, 2000

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



VIA UPS NEXT DAY AIR

RECORDATION NO. 22264-B FILED

DEC 27 '00 11:17 AM

SURFACE TRANSPORTATION BOARD

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated June 26, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22264.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Thompson Industries, Inc.  
4260 S. Arkansas Ave.  
Russellville, AR 72801

A description of the railroad equipment covered by the enclosed document is two (2) 60'8" centerbeam flat cars with car numbers NOKL 63074 and NOKL 63084.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Thompson Industries, Inc., Lessee, covering 2 60'8" centerbeam flat cars with car numbers NOKL 63074 and NOKL 63084.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(TOM007)

DEC 27 '00 11:17 AM

ASSGN. NO. TOM007

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26<sup>TH</sup> day of June, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THOMPSON INDUSTRIES ("Lessee"), an Arkansas corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 22, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

Executed on this 26<sup>TH</sup> day of June, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

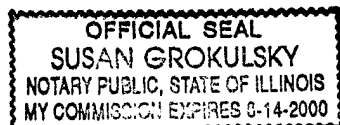
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26<sup>TH</sup> day of JUNE, 2000.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



**LESSEE:**

THOMPSON INDUSTRIES

By: KR

Name: Kenneth L. Renfro

Title: Vice President

ATTEST:

By: Laren Burge

Name: Laren Burge

Title: Secretary-Treasurer

Executed on this 14th day of June, 2000.

[CORPORATE SEAL]

STATE OF ARKANSAS

COUNTY OF POPE

I, ANNA DAVIS, a Notary Public of the County and State aforesaid, certify that KENNETH RENFRO personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of JUNE, 2000.

Anna Davis  
Notary Public

Commission Expires:

2-1-08  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Two (2)

DESCRIPTION OF CARS: 60' 8" Centerbeam Flat Cars

CAR NUMBERS: NOKL 63074 and NOKL 63084